

ATTACHMENT 1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JFK)
)	Jointly Administered
Debtors.)	
)	Objection Date:

FORTY-FIFTH MONTHLY APPLICATION OF
BEVERIDGE & DIAMOND, P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM JULY 1, 2009 THROUGH JULY 31, 2009

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	July 1, 2009 through July 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$6,972.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$534.11

This is a: XX monthly _____ interim _____ final application.

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 ²	\$ 57.62	\$46,587.50 ³	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 ⁴	\$1,308.41	\$ 5,726.25 ⁵	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

² The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

³ The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

⁴ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

⁵ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	1,360.00	\$365.78
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	\$920.00	\$524.75
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	\$2,702.50	\$11.37
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	Pending	Pending
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	Pending	Pending
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	Pending	Pending
7/7/09	4/1/09 - 4/30/09	\$ 80,837.00	\$1,411.58	Pending	Pending
7/20/09	5/1/09 - 5/31/09	\$ 80,837.00	\$ 1,411.58	Pending	Pending
9/2/09	6/1/09 - 6/30/09	\$38,481.50	\$ 888.98	Pending	Pending

B&D PROFESSIONALS⁶

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Pamela D. Marks	Principal; Joined Firm 1997; Member of MD Bar since 1986	\$420.00	16.60	\$6,972.00

Total Fees: \$6,972.00
 Total Hours: 16.60
 Blended Rate: \$420.00

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	16.60	\$6,972.00

⁶ These amounts are the sum total from all of the invoices attached hereto.

EXPENSE SUMMARY⁷

Expense Category	Service Provider (if applicable) ⁸	Total Expense
Duplicating		\$34.80
Postage		3.00
Long Distance Telephone		3.10
Express Delivery	UPS	7.95
Travel Expenses	Travel to Boston for settlement conference. (Expenses for P. Marks and client)	200.74
Air/Train Fare	Airfare for P. Marks; travel to Boston for settlement conference.	207.00
Travel Meals		7.90
Client Meeting Meals	Meals with client during travel to Boston for settlement conference.	69.62

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period July 1, 2009 through July 31, 2009, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$6,972.00 and actual and necessary expenses in the amount of \$534.11 for a total allowance of \$7,506.11 and payment of \$5,577.60 (80% of the allowed fees) and reimbursement of \$534.11 (100% of the allowed expenses) be authorized for a total payment of \$6,111.71, and for such other and further relief as this Court may deem just and proper.

Dated: September 4, 2009

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks
201 N. Charles Street, Suite 2210
Baltimore, MD 21201
Telephone: 410-230-1315
Facsimile: 410-230-1389
Counsel for Debtors and Debtors in Possession

⁷ These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

⁸ B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

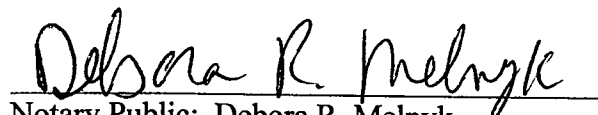
VERIFICATION

Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.


Pamela D. Marks

SWORN AND SUBSCRIBED
before me this 4th day of September, 2009.


Notary Public: Debora R. Melnyk
My Commission Expires: May 27, 2013

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JFK)
)	Jointly Administered
Debtors.)	
)	Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S
MONTHLY FEE APPLICATION FOR THE PERIOD
JULY 1, 2009 THROUGH JULY 31, 2009

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

(Russell Field)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co.
Attn: Lydia Duff, Esq.
Division Counsel
7500 Grace Drive
Columbia, MD 21044

August 31, 2009
Client/Matter # 01246-014015
Invoice # 130955
Federal ID# 52-1247549

For Legal Services Rendered Through 07/31/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Russell Field

07/01/09	P. Marks	0.30	Follow-up emails re settlement and review attachments for possible issues.
07/02/09	P. Marks	1.70	Revise stipulation with comments from Perini, City, and T; monitor follow-up emails; telephone conference with L. Duff re same.
07/07/09	P. Marks	0.80	Continue settlement-related work; review correspondence and comments, revise and circulate new stipulation; coordinate with opposing counsel.
07/08/09	P. Marks	0.50	Telephone conference with H. Deghat re new changes in settlement agreement; follow-up email to L. Duff.
07/10/09	P. Marks	0.10	Address invoice issue.
07/10/09	P. Marks	1.60	Continue revisions on settlement agreement, including communications with J. Taylor; telephone conference with L. Duff and in-depth of release language.

BEVERIDGE & DIAMOND, P.C.

INVOICE # 130955

August 31, 2009

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Disbursements:

Long Distance Telephone	3.10
Travel Expenses	200.74
Air/Train Fare	207.00
Travel Meals	7.90
Client Meeting Meals	69.62

Total Disbursements :	\$488.36
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Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	16.60	\$420.00	\$6,972.00

Total Fees :	\$6,972.00
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Total Disbursements :	\$488.36
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TOTAL DUE :	\$7,460.36
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EXHIBIT B

(Bankruptcy Fee Application)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

August 31, 2009
Client/Matter # 01246-012629
Invoice # 130956
Federal ID# 52-1247549

For Legal Services Rendered Through 07/31/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application

Disbursements:

Postage	3.00
Duplicating	34.80
Express Delivery	7.95

Total Disbursements : \$45.75

TOTAL DUE : \$45.75